

1 **WAGANAKISING ODAWAK**
2 **LITTLE TRAVERSE BAY BANDS OF ODAWA INDIANS**
3 **MIN-A-MSKIKI GUMIK CORPORATE CHARTER**
4
5

6 **ARTICLE I. NAME OF THE CORPORATION**
7

8 **Section 1.01.** The name of the corporation is MIN-A-MSKIKI GUMIK
9

10
11 **ARTICLE II. PURPOSE OF THE CORPORATION**
12

13 **Section 2.01.** The purposes for which the corporation is organized are to engage in any
14 lawful act or activity for which corporations may be organized under the LTBB Tribal
15 Code.
16

17
18 **ARTICLE III. DEFINITIONS**
19

20 The following definitions shall apply to this Code:
21

22 **Section 3.01.** “*Articles*” means these Articles of Incorporation.
23

24 **Section 3.02.** “*Board of Directors*” or “*Board*” means the Board of Directors of the
25 Corporation.
26

27 **Section 3.03.** “*Bylaws*” means the bylaws of the Corporation, which may be adopted
28 under Article VIII.
29

30 **Section 3.04.** “*Corporation*” means the MIN-A-MSKIKI GUMIK
31

32 **Section 3.05.** “*Director(s)*” means a member of the Board.
33

34 **Section 3.06.** “*Tribal Constitution*” means the LTBB Tribal Constitution.
35

36 **Section 3.07.** “*Tribal Council*” means the tribal council of the LTBB
37

38 **Section 3.08.** “*Tribe*” means the Citizens of LTBB
39
40

41 **ARTICLE IV. JURISDICTION**
42

43 **Section 4.01.** The provisions of these Articles of Incorporation shall apply to the fullest
44 extent of the sovereign jurisdiction of the LTBB, as authorized by the Tribal Constitution,

1 Tribal Code, and applicable federal law. The provisions of these Articles of Incorporation
2 shall apply to and be in conformity with all agreements and other cooperative
3 arrangements entered into by LTBB designed to ensure economic self-sufficiency for
4 LTBB.
5

6 7 **ARTICLE V. DURATION**

8
9 **Section 5.01.** The term of existence of the Corporation shall be perpetual until dissolved
10 by Statute approved by Tribal Council.
11

12 13 **ARTICLE VI. PRINCIPAL PLACE OF BUSINESS; RESIDENT AGENT**

14
15 **Section 6.01.** The Corporation's principal office for the transaction of business shall be
16 within the LTBB Tribal Lands located in the State of Michigan. The Corporation may
17 have other offices, either within or without LTBB boundaries as needed.
18

19 **Section 6.02.** The name of the resident agent is _____
20

21
22 **Section 6.03.** The street address of the location of the registered office is
23
24 _____
25

26 **Section 6.04.** The mailing address of the registered office if different than above is
27
28 _____
29

30 31 **ARTICLE VII. CORPORATE POWERS, DIRECTORS, OFFICERS**

32
33 **Section 7.01.** Manner of Exercising Corporate Powers. The corporate powers of the
34 Corporation are to be exercised by the Board of Directors. Matters to be voted on by the
35 Board shall be approved if a majority of the Directors present (in person by proxy) at a
36 meeting of the Directors vote in favor of such action. Upon written notice of the time and
37 place and purpose or purposes of any special meeting, any of the Directors, in between
38 regular meetings of the Board, may consent in writing to any specific action to be taken
39 by the Corporation which, if approved by a majority of the Directors at such special
40 meeting, including those consenting in writing, shall be valid as a corporate action as
41 though authorized at a regular meeting of the Board of Directors. The minutes of such
42 approval and actions shall be fully recorded; each written approval shall be made a part
43 thereof, and such minutes and written approval shall be reviewed at the next regular
44 meeting of the Board of Directors.
45

1 **Section 7.02.** Initial Board of Directors. The initial Board of Directors shall consist of 5
2 of Directors. The names and addresses and terms of the initial Board of Directors
3 are as follows:
4

5		
6		
7		
8		
9		

10
11
12 **Director's Name/Address Date of Term Expiration:**
13

14 Upon the selection of the initial Board, the Tribal Council shall stagger the terms
15 of the initial Directors, by lot, so that one Director will serve an initial term of
16 one year, two Directors will serve an initial term of two years, and two Directors will
17 serve an initial term of three years.
18

19 **Section 7.03.** Directors. The Board of Directors shall consist of no less than three
20 Directors and no more than five Directors. A Director shall be selected by the Tribal
21 Council upon submission from the Executive. At least one Director of the Corporation
22 shall be a member of the Tribal Council. At least two Directors shall be a member of the
23 LTBB, but not be a member of the Tribal Council. Two Directors shall be persons
24 experienced in medical business and/or medical financial management and need not be a
25 member of the Tribe. All Directors shall hold office for a period of four years and shall
26 continue to serve until their qualified successors are duly selected. Terms of Directors
27 shall be staggered so that one-third of the Directors shall be selected each calendar year.
28

29 **Section 7.04.** Quorum of Directors. A majority of the Directors holding office at the
30 time of a meeting of the Board shall constitute a quorum for the transaction of any
31 business.
32

33 **Section 7.05.** Filling Vacancies. Vacancies on the Board of Directors shall be filled by
34 the Tribal Council.
35

36 **Section 7.06.** Resignation; Removal. Any Director may resign from office at any time
37 by providing written notice to the Corporation. A Director may be removed, with or
38 without cause, by an affirmative vote of the majority of other Directors. The Tribal
39 Council may also initiate removal proceedings to remove one or more Directors, for
40 cause, if, after notice and a hearing are provided to the Directors at whom removal
41 proceedings are directed, a majority of the Tribal Council determines that the Director(s)
42 specifically and substantially failed to perform his or her duties as Director.
43

44 **Section 7.07.** Officers. The Board may appoint the following officers: a President, Vice-
45 President, Secretary, and Treasurer. The President and the Vice-President shall be Tribal

DRAFT Min-A-Mskiki Gumik Corporate Charter Sponsored by JK Posted to Legislative Calendar 072314

Secretary Shananaquet_____

1 members. The Board may appoint other officers as it deems necessary to achieve the
2 Corporation's purpose. The Board shall appoint the officers at each annual meeting,
3 unless the Board specifies a different time for such appointment. Officers shall serve until
4 the next annual meeting and until his or her successor assumes office. Officers may
5 resign by delivering written notice to the President or to the Board. A resignation shall be
6 effective upon receipt, unless otherwise provided by the terms thereof. The Board may
7 remove an officer, with or without cause. The Board may provide for the duties of an
8 officer in the Bylaws of the Corporation, or as by resolution of the Board that is not
9 inconsistent with the bylaws.

10 11 12 **ARTICLE VIII. BYLAWS**

13
14 **Section 8.01.** The Board of Directors, at any regular or special meeting, is authorized to
15 adopt, alter, amend, or repeal Bylaws and to adopt new Bylaws not inconsistent with the
16 applicable law or these Articles of Incorporation, by an affirmative vote of a majority of
17 the Directors.

18 19 20 **ARTICLE IX. OPERATIONAL REQUIREMENTS**

21
22 **Section 9.01.** Assets of the Corporation. All assets acquired by the Corporation shall
23 belong to the Corporation as a distinct corporate enterprise of the Tribe.

24
25 **Section 9.02.** Fiscal Year. The fiscal year of the Corporation shall be a calendar
26 determined by the Board and filed with the Department of Commerce.

27
28 **Section 9.03.** Books and records. The Corporation shall maintain, at its principal place
29 of business, all financial books and records, all minutes of the Board meetings, and all
30 other material books, records, documents, correspondence, and contracts. All such
31 materials shall be made available, at a reasonable time, for inspection and copying by the
32 Tribal Council, any duly authorized representative of the Tribal Council, or any Director.

33
34 **Section 9.04.** Report to Tribal Council. Within 60 days of the close of the Corporation's
35 fiscal year, the Corporation shall prepare and deliver to the Tribal Council an annual
36 report and audited financial statement, including a balance sheet and a statement of
37 income and expenses, including comparative figures from the preceding fiscal year.

38 39 40 **ARTICLE X. IMMUNITIES OF THE CORPORATION**

41
42 **Section 10.01.** Jurisdictional Immunity of the Corporation. LTBB confers on the
43 Corporation all of the Tribe's rights, privileges, and immunities concerning federal, state,
44 and local taxes, regulation, and jurisdiction, to the same extent that the Tribe has such
45 rights, privileges, and immunities, if it engaged in the business of the Corporation.

DRAFT Min-A-Mskiki Gumik Corporate Charter Sponsored by JK Posted to Legislative Calendar 072314

Secretary Shananaquet_____

Section 10.02. Sovereign Immunity of the Corporation. LTBB confers on the Corporation sovereign immunity from suit to the same extent that the Tribe would have such immunity if the Tribe engaged directly in the business of the Corporation. The Corporation shall have the power to sue and is authorized to consent to be sued in the LTBB Tribal Court or another court of competent jurisdiction; provided, however, that such consent shall be explicit, in a written contract or commercial document to which the Corporation is a party, the Board of Directors specifically approved the written instrument, and any recovery against the Corporation shall be limited to the assets of the Corporation. Consent to suit may be limited to the court or courts in which suit may be brought, to the matters that may be made the subject of the suit, and to the assets or revenues of the Corporation against which any judgment may be executed. The Corporation's consent to suit shall in no way extend to, or be deemed a waiver of, the Tribe's rights, privileges, and sovereign immunity. The Tribe shall not be liable for the payment or performance of any of the obligations of the Corporation, and no recourse shall be had against any assets or revenues of the Tribe in order to satisfy the obligations of the Corporation. The sovereign immunity of the Corporation shall not extend to actions against the Corporation by the Tribe.

ARTICLE XI. AUTHORIZED SHARES

Section 11.01. The Corporation shall be authorized to issue shares, which shall be held by the LTBB pursuant to the LTBB Corporate Code.

Section 11.02. Dividends shall be paid in accordance with the LTBB Corporations Code.

ARTICLE XII. INCORPORATORS

Section 12.01. The names of the incorporators and their respective places of residence are as follows:

NAME	RESIDENCE
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

1
2 **ARTICLE XIII. APPROVAL AND AMENDMENT**
3

4 **Section 13.01.** Approval of Articles. These Articles of Incorporation shall be issued and
5 become effective upon their adoption by the Tribal Council in accordance with the
6 Tribe's Corporations Code.
7

8 **Section 13.02.** Amendment of Articles. The Board of Directors of the Corporation may,
9 by majority vote, amend these Articles, provided that any amendment is ratified by the
10 Tribal Council.
11

12
13 **ARTICLE XIV. EFFECTIVE DATE.**
14

15 The effective date of these Articles is _____
16
17